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ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS

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ILLINOIS
COMMERCE COMMISSION

**ILLINOIS BELL TELEPHONE COMPANY)
(Ameritech Illinois))
and ADAMS TELSYSTEMS, INC.)**

**Joint Petition for Approval of Illinois Merger)
Amendment to the Negotiated)
Interconnection Agreement dated January 17, 2000,)
pursuant to 47 U.S.C. § 252)**

00 - 0276

**JOINT PETITION FOR APPROVAL OF THE ILLINOIS MERGER
AMENDMENT
TO THE
NEGOTIATED INTERCONNECTION AGREEMENT BETWEEN
ADAMS TELSYSTEMS, INC. AND AMERITECH ILLINOIS**

Illinois Bell Telephone Company ("Ameritech Illinois") and Adams Telsystems, Inc., through counsel, hereby request that the Commission review and approve the attached Illinois Merger Amendment to the Negotiated Interconnection Agreement dated January 17, 2000 pursuant to Sections 252(a)(1) and 252(e) of the Telecommunications Act of 1996 47 U.S.C. §§ 252 (a)(1), 252(e), (the "Act") and Illinois Commerce Commission Order in Docket No. 98-0555. In support of their request, the parties state as follows:

1. The Parties have agreed that the Interconnection Agreement be amended to provide for certain terms and conditions and have entered into this Amendment to set forth such terms and conditions.

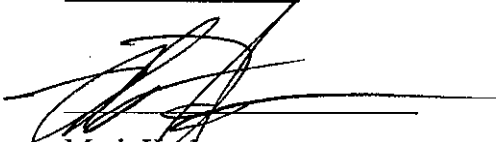
2. Pursuant to Section 252(e)(2) the Commission may only reject a negotiated agreement if it finds that (1) the agreement discriminates against another carrier or (2) implementation of the Agreement would not be consistent with the public interest, convenience and necessity. Neither basis for rejection is present here.

3. Copies of the Illinois Merger Amendment are available for public inspection in Ameritech Illinois' public offices.

WHEREFORE, Ameritech Illinois and Adams Telsystems, Inc. respectfully request that the Commission approve the attached Illinois Merger Amendment to the Interconnection Agreement under Section 252(e) of the Act as expeditiously as possible.

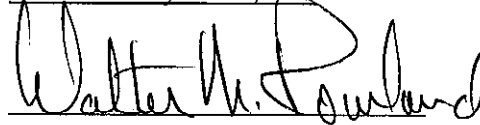
Respectfully submitted this 5th day of ^{April}~~March~~, 2000

Ameritech Illinois



Mark Kerber
Ameritech Services, Inc.
225 West Randolph Street, 27D
Chicago, Illinois 60606
(312) 727-7140
Counsel

Adams Telsystems, Inc.



Walter M. Rowland
Adams Telsystems, Inc.
301 Rte. 94
Golden, Illinois 62339
(217) 696-4411
Manager

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

ILLINOIS BELL TELEPHONE COMPANY)	
(Ameritech Illinois))	
and ADAMS TELSISTEMS, INC.)	
)	00 - _____
Joint Petition for Approval of Illinois Merger)	
Amendment to the Negotiated)	
Interconnection Agreement dated January 17, 2000,)	
pursuant to 47 U.S.C. § 252)	

STATEMENT IN SUPPORT OF JOINT PETITION FOR APPROVAL

I, Willena D. Slocum, Project Manager-Contract Negotiations Support for Southwestern Bell Telephone Company/Illinois Bell Telephone Company Negotiations and Interconnection, submit this Statement in support of the Joint Petition for Approval of the Illinois Merger Amendment to the Negotiated Interconnection Agreement between Adams Telsystems, Inc. and Ameritech Illinois.

The attached Illinois Merger Amendment to the Interconnection Agreement (the "Agreement") between Illinois Bell Telephone Company ("Ameritech Illinois") and Adams Telsystems, Inc. ("Adams") was reached through voluntary negotiations between the parties. Accordingly, Ameritech Illinois and Adams requests approval pursuant to Sections 252(a)(1) and 252(e) of the Telecommunications Act of 1996 (sometimes referred to as the "Act") and ICC Order in Docket No. 98-0555.

The Agreement meets all the requirements of the Act and the Commission should approve it.

The Agreement is amended as follows:

- ◆ Section 27.3 is amended by adding the following at the end thereof:

Notwithstanding the foregoing, Ameritech will accept payment, and Requesting Carrier agrees to pay Ameritech, for services purchased by the Requesting Carrier that we described in Section VI. B (27)A of the Order relating to optional payment plan for certain non-recurring charges in accordance with the terms and conditions of Section VI. B (27)A of the Order, the terms and conditions of which are incorporated herein by this reference..

- ◆ Schedule 1.2 is amended by adding the following definition in appropriate alphabetical order as follows:

“Order” means that certain Order of the Illinois Commerce Commission dated September 23, 1999 in Docket No. 98-0555, Joint Application for Approval of the Reorganization of Illinois Bell Telephone Company d/b/a Ameritech Illinois, and the Reorganization of Ameritech Illinois Metro, Inc. in Accordance with Section 7.204 of the Public Utilities Act and for all other Appropriate Relief.

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

ILLINOIS BELL TELEPHONE COMPANY)
(Ameritech Illinois) and)
ADAMS TELSISTEMS, INC.)

) Docket No. 00-

) Joint Petition for Approval of Illinois Merger)
) Amendment to the Negotiated Interconnection)
) Agreement dated January 17, 2000 pursuant to)
) 47 U.S.C. § 252.)

STATEMENT IN SUPPORT OF JOINT PETITION FOR APPROVAL

I, Walter M. Rowland, Manager of Adams TelSystems, Inc., ("Adams") submits this Statement In Support of the Joint Petition for Approval of the Illinois Merger Amendment to the Negotiated Interconnection Agreement between Adams TelSystems, Inc. and Illinois Bell Telephone Company d/b/a Ameritech Illinois.

The attached Illinois Merger Amendment to the Interconnection Agreement (the "Agreement") between Ameritech Illinois and Adams was reached through voluntary negotiations between the parties. Accordingly, Ameritech Illinois and Adams requests approval pursuant to Sections 252(a)(1) and 252(e) of the Telecommunications Act of 1996 (sometimes referred to as the "Act") and the ICC Order in Docket No. 98-0555.

The Agreement meets all of the requirements of the Act and the Commission should approve it.

The Agreement is amended as follows:

- Section 27.3 is amended by adding the following at the end thereof:

Notwithstanding the foregoing, Ameritech will accept payment and Requesting Carrier agrees to pay Ameritech for services purchased by the Requesting Carrier that we described in Section VI. B(27)A of the Order relating to optional payment plan for certain non-recurring charges in accordance with the terms and conditions of

Section VI. B(27)A of the Order, the terms and conditions of which are incorporated herein by this reference.

- Schedule 1.2 is amended by adding the following definition in appropriate alphabetical order as follows:

"Order" means that certain Order of the Illinois Commerce Commission dated September 23, 1999 in Docket No. 98-0555, Joint Application for Approval of the Reorganization of Illinois Bell Telephone Company, d/b/a Ameritech Illinois, and the Reorganization of Ameritech Illinois Metro, Inc. in accordance with Section 7.204 of The Public Utilities Act and for all other appropriate relief.


STATE OF ILLINOIS)
)
COUNTY OF ADAMS)

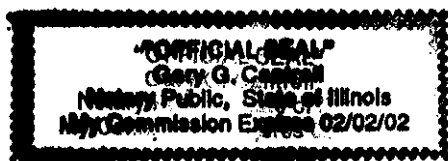
VERIFICATION

Walter M. Rowland, being duly sworn, states on oath that he is the Manager of Adams TelSystems, Inc., and that the facts stated in the foregoing Joint Petition for Approval of Negotiated Agreement and Statement in Support of Joint Petition for Approval are true and correct to the best of his knowledge, information and belief.


WALTER M. ROWLAND

Subscribed and sworn to before me this 31 day of MARCH, 2000.


Notary Public



STATE OF ILLINOIS

)

COUNTY OF COOK

)

)

VERIFICATION

Willena D. Slocum, being duly sworn, states on oath that she is Project Manager – Contract Negotiations Support for Southwestern Bell Telephone Company/Illinois Bell Telephone Company Negotiations and Interconnection, and that the facts stated in the foregoing Joint Petition for Approval of Negotiated Agreement and Statement in Support of Joint Petition for Approval are true and correct to the best of her knowledge, information and belief.

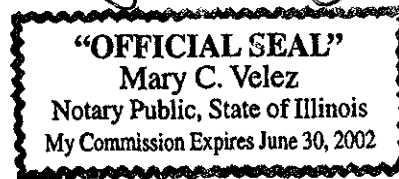
Willena D Slocum

Willena D. Slocum

Subscribed and sworn to before me this 5 day of April, 2000.

Mary C Velez

Notary Public



**ILLINOIS MERGER AMENDMENT
TO THE INTERCONNECTION AGREEMENT UNDER
SECTIONS 251 AND 252 OF THE TELECOMMUNICATIONS ACT OF 1996**

This Illinois Amendment to the Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 (the "**Amendment**") is dated as of January 17, 2000 by and between Ameritech Information Industry Services, a division of Ameritech Services, Inc., with its principal offices at 350 North Orleans, Chicago, Illinois 60654, on behalf of and as an agent of Ameritech Illinois, ("**Ameritech**") and Adams Telsystems, Inc., with its principal offices at 301 Route 99, Golden, Illinois 62339 ("**Requesting Carrier**").

WHEREAS, Ameritech and Requesting Carrier are parties to that certain Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 dated as of January 14, 1997 (the "**Agreement**");

WHEREAS, Ameritech, in that certain Order of the Illinois Commerce Commission in Docket No. 98-0555, Joint Application for Approval of the Reorganization of Illinois Bell Telephone Company d/b/a/ Ameritech Illinois, and the Reorganization of Ameritech Illinois Metro, Inc., in accordance with Section 7-204 of the Public Utilities Act and for all other Appropriate Relief ("**Order**"), shall offer a promotional eighteen (18) month installment payment option to CLECs for the payment of non-recurring charges associated with the purchase of unbundled Network Elements used in the provision of residential services and the resale of services used in the provision of residential services.

NOW, THEREFORE, in consideration of the mutual promises contained herein, the Parties agree as follows.

1.0 DEFINED TERMS; DATES OF REFERENCE

1.1 Unless otherwise defined herein, capitalized terms shall have the meanings assigned to such terms in the Agreement and in the Order.

1.2 "**Amendment Effective Date**" shall mean the date on which this Amendment is approved by the Commission under Section 252(e) of the Act.

1.3 Each reference to "CLEC" in the Sections of the Order incorporated by reference into this Amendment in Section 2.0 below, shall be deemed a reference to "Requesting Carrier".

1.4 For purposes of calculating the interval for the optional payment plan for non-recurring charges set forth in Section VI.B(27) A of the Order:

(a) the Merger Closing date is October 8, 1999, and;

- (b) the Commission's final non-appealable order approving the merger shall be determined pursuant to applicable rules.

2.0 AMENDMENTS TO THE AGREEMENT

Subject to Section 3.0 below, on and after the Amendment Effective Date, the Agreement is hereby amended as follows:

2.1 Section 27.3 of the Agreement is amended hereby by adding the following at the end thereof:

Notwithstanding the foregoing, Ameritech will accept payment, and Requesting Carrier agrees to pay Ameritech, for services purchased by Requesting Carrier that are described in Section VI.B(27) A of the Order relating to the optional payment plan for certain non-recurring charges in accordance with the terms and conditions of Section VI.B(27) A of the Order, the terms and conditions of which are incorporated herein by this reference.

2.2 Schedule 1.2 of the Agreement is amended by adding the following definition in appropriate alphabetical order:

"Order" means that certain Order of the Illinois Commerce Commission dated September 23, 1999 in Docket No. 98-0555, Joint Application for Approval of the Reorganization of Illinois Bell Telephone Company d/b/a Ameritech Illinois, and the Reorganization of Ameritech Illinois Metro, Inc., in Accordance with Section 7-204 of the Public Utilities Act and for all other Appropriate Relief.

3.0 SUSPENSION OF STIPULATION PROVISIONS

Notwithstanding anything to the contrary in the Agreement, this Amendment or Section VI.B(27) A of the Order, if the merger agreement is terminated, or if the Order is overturned or if any of the provisions of the Order that are incorporated herein by reference are amended or modified as a result of any order or finding by a court of competent jurisdiction or other governmental authority, the provisions described in Section 2.0 of this Amendment shall be automatically, without notice, suspended as of the date of such termination or order or finding and shall not apply to any product or service purchased by Requesting Carrier or provisioned by Ameritech after the date of such termination or order or finding.

4.0 MISCELLANEOUS

4.1 The Agreement, as amended hereby, shall remain in full force and effect. On and from the Amendment Effective Date, reference to the Agreement in any notices, requests, orders, certificates and other documents shall be deemed to include this Amendment, whether or not reference is made to this Amendment, unless the context shall otherwise specifically noted.

4.2 This Amendment shall be deemed to be a contract made under and governed by the Act and the domestic laws of the State of Illinois, without reference to conflict of law provisions.

4.3 This Amendment may be executed in counterparts, each of which shall be deemed an original but all of which when taken together shall constitute a single agreement.

4.4 This Amendment constitutes the entire Amendment between the Parties and supersedes all previous proposals, both verbal and written.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their duly authorized representatives as of the Amendment Effective Date.

Adams Telsystems, Inc.

By: Walter M. Rowland

Printed: Walter M. Rowland

Title: Manager

Ameritech Information Industry Services, a
division of Ameritech Services, Inc., on
behalf of and as agent for Ameritech
Illinois

By: Larry B. Cooper

Printed: Larry B. Cooper

Title: President-Industry Markets